

**HARRIS,
WILTSHIRE &
GRANNIS LLP**

1200 EIGHTEENTH STREET, NW
WASHINGTON, DC 20036

TEL 202.730.1300 FAX 202.730.1301
WWW.HARRISWILTSHIRE.COM

ATTORNEYS AT LAW

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EXECUTIVE SECRETARY

July 31, 2000

VIA OVERNIGHT DELIVERY

Mr. David Waddell
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219

00-00678

Re: Application of Evolution Networks South, Inc. for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Telecommunications Services in the State of Tennessee

Dear Mr. Waddell:

Evolution Networks South, Inc. ("Evolution South"), by its attorneys, hereby requests that the Tennessee Regulatory Authority grant it a Certificate of Public Convenience and Necessity to provide facilities-based interexchange telecommunications services in the State of Tennessee. In support of its application, please find an original and 13 copies of its Application and supporting documents. A check for \$25.00 is also included as the filing fee for this application.

Evolution South intends to offer services as a facilities-based "carrier's carrier," providing telecommunications capacity to carriers and Internet service providers on a wholesale basis. Granting Evolution South a Certificate of Public Convenience and Necessity will allow the company to begin construction of facilities to deliver high-speed, high-capacity transport capabilities for integrated voice, video, data, and Internet services within the State of Tennessee. Evolution South will deliver digital broadband communications capacity and connectivity to second and third tier markets, focusing on those areas that have not yet received the benefits of broadband deployment.

We have included with this application in a sealed envelope marked "CONFIDENTIAL AND PROPRIETARY", the balance sheet and audited financial statement of Evolution South's parent company, Evolution Networks, Inc. Evolution South asks that the Tennessee Regulatory Authority treat this material as confidential and proprietary as disclosure of these confidential and sensitive financial reports would put the company at a competitive disadvantage.

Please sign and date-stamp the enclosed file-stamp copy of this registration and return it in the enclosed postage-paid, self-addressed envelope. Should you have any questions, please contact me directly at (202) 730-1340.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Karen Gulick', with a stylized, flowing script.

Karen Gulick

Counsel to Evolution Networks South, Inc.

*Admitted to practice in the District of Columbia and
California*

Enclosures

cc: Mr. Darrel Whitis

**Before the
TENNESSEE REGULATORY AUTHORITY**

Application of)
)
EVOLUTION NETWORKS SOUTH, INC.)
)
for a Certificate of Public Convenience)
and Necessity to Provide Facilities-Based)
Interexchange Telecommunications Services)
in the State of Tennessee)
)

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COMM 1 PM 3 08
EXECUTIVE SECRETARY

Docket No. 00-00678

APPLICATION

Pursuant to Tennessee Code Annotated § 65-4-201, applicable Tennessee Statutes, and the Rules and Regulations of the Tennessee Regulatory Authority, Evolution Networks South, Inc. ("Evolution South") respectfully requests authority to provide competitive, facilities-based intrastate interexchange telecommunications services within the State of Tennessee.

Evolution South, along with its sister companies Evolution Networks North, Inc., Evolution Networks Midwest, Inc., and Evolution Networks West, Inc., is building a nationwide telecommunications network to improve connectivity of smaller markets. This nationwide network will deliver high-speed bandwidth and telecommunications transport options to customers through Tennessee and other states across the country. Evolution South intends to offer services as a "carrier's carrier," providing telecommunications transport options to competitive local exchange carriers ("CLECs"), incumbent local exchange carriers ("ILECs"), Internet service providers ("ISPs"), digital subscriber line ("DSL") service providers, and other telecommunications carrier

customers. The company will not provide dial-tone service. Rather, Evolution South will provide telecommunications capacity to carriers and ISPs on a wholesale basis.

In support of its Application, Evolution South submits the following information:

FULL NAME, ADDRESS AND TELEPHONE NUMBER

Evolution Networks South, Inc.
20 Perimeter Center East
Atlanta, GA 30346
770-353-3500 (tel.)
770-353-3600 (fax)

Additional information regarding the Applicant's operations may be found at the company's Internet site—www.evnetworks.com

QUESTIONS REGARDING THIS APPLICATION SHOULD BE DIRECTED TO

Karen Gulick
Harris, Wiltshire & Grannis LLP
1200 Eighteenth Street, NW
Washington, DC 20036
202-730-1340 (tel.)
202-730-1301 (fax)
kgulick@harriswiltshire.com

Regulatory Counsel to Evolution Networks South, Inc.

CONTACT NAME AND ADDRESS AT THE COMPANY

Carl Povelites
Vice President, Regulatory Affairs
Evolution Networks, Inc.
20 Perimeter Center East
Atlanta, Georgia 30346
770- 353-3500 (tel.)
770-353-3600 (fax)
cpovelites@evnetworks.com

REGISTERED AGENT

C T Corporation System
530 Gay Street
Knoxville, TN 37902
(865) 546-8030 (tel.)

CORPORATE OWNERSHIP

Evolution Networks South, Inc. is a wholly owned subsidiary of Evolution Networks, Inc. Both Evolution South and its parent company are incorporated in the State of Delaware and both are in good standing under the laws of that state. A detailed illustration of the ownership structure of Evolution Networks, Inc. and its subsidiary companies is attached as **Exhibit 1**. A list of shareholders holding a 10% or more beneficial interest in the parent company is attached as **Exhibit 2**. A certified copy of Evolution South's Articles of Incorporation is attached as **Exhibit 3**. A copy of Evolution South's Certificate of Authority to transact business in the State of Tennessee is attached as **Exhibit 4**.

NAME, ADDRESS AND TELEPHONE NUMBER OF APPLICANT'S CORPORATE PARENT

Evolution Networks, Inc.
20 Perimeter Center East
Atlanta, Georgia 30346
770- 353-3500 (tel.)
770-353-3600 (fax)

LIST OF OFFICERS AND DIRECTORS

OFFICERS

Eric F. Ensor
President and CEO
Evolution Networks South, Inc.
20 Perimeter Center East
Atlanta, GA 30346

Bruce D. Fraser
Vice President, Secretary and Treasurer
Evolutions Networks South, Inc.
20 Perimeter Center East
Atlanta, GA 30346

DIRECTORS

Eric F. Ensor
Evolutions Networks South, Inc.
20 Perimeter Center East
Atlanta, GA 30346

Bruce D. Fraser
Evolutions Networks South, Inc.
20 Perimeter Center East
Atlanta, GA 30346

Jeffrey H. Schutz
Centennial Ventures
1428 Fifteenth Street
Denver, CO 80202

CUSTOMER SERVICE, REPAIR AND MAINTENANCE INFORMATION

Evolution South will act as a bandwidth wholesaler that integrates high capacity transport services with data applications and facilities. The company's customer service organization, therefore, will be focused on its customers—telecommunications service providers and ISPs that buy or lease fiber capacity and those who rely on the company for website hosting and applications services.

The company recognizes the importance of the reliability of its network, as carriers will rely on the company to provide data and voice services directly to end-users. As such, Evolution South has a 24 hours-a-day, 7 days-a-week, 365 days-of-the-year quality of service commitment to its customers. Its network and facilities have built-in redundancy, monitoring, and back-up measures in place to ensure service reliability.

Evolution South emphasizes fast, highly responsive, single point of contact problem resolution to ensure that customer difficulties are handled in an efficient, effective, and expeditious manner. Each customer will have a primary point of contact within Evolution South to handle all of its customer service needs. The company also maintains a toll-free customer service line with customer service representatives available around the clock.

Should a customer call an Evolution South customer service representative with a service problem, the customer service representative will advise the customer about steps the company will take to identify the source of the problem and solution, and the timeframe for doing so. Within that timeframe, the customer service and operations and maintenance staff will investigate the problem and respond to the customer with a proposed solution, including any necessary repair or maintenance requirements, and an estimate of the time required to implement the proposed solution. Should any major problem (such as loss of service) persist for more than six hours, the President/CEO of the company will be automatically notified.

Evolution South is committed to resolving complaints fairly and promptly and is committed to ensuring its customers receive the highest quality of service.

CUSTOMER SERVICE CONTACT

The following individual will be the company's primary customer service contact:

Carl Povelites
Vice President, Regulatory Affairs
Evolution Networks, Inc.
20 Perimeter Center East
Atlanta, GA 30346
(770) 353-3500 (tel.)
(770) 353-3600 (fax)

cpovelites@evnetworks.com

Customers may also reach the company toll free at 1-800-429-0058.

STATUS OF EVOLUTION SOUTH IN OTHER STATES

Evolution South is currently in the process of obtaining competitive intrastate interexchange authority in a number of other states in the southeast and Mid-Atlantic regions of the United States. Its parent company, Evolution Networks, Inc., through its other operating subsidiaries, is applying for certification in several other states in the northern and mid-western regions of the U.S and has received authorization to provide service in New Hampshire and Massachusetts. Neither company has yet initiated service in any state. Likewise, neither has been denied registration or certification in any state.

DESCRIPTION OF PROPOSED TENNESSEE OPERATIONS

Evolution South proposes to offer its services throughout a substantial portion of the State of Tennessee. As a facilities-based, wholesale network provider, Evolution South will provide high-speed, high-capacity transport for integrated voice, video, data, and Internet services. Evolution South will deliver digital broadband communications capacity and connectivity to second and third tier markets, focusing on those areas that have not yet received the benefits of broadband deployment.

In its initial phase, the company will construct a major multi-regional carriers' carrier network throughout the Southeastern and mid-Atlantic regions of the United States, including the State of Tennessee. The company will provide capacity, connectivity, and transmission services to carrier customers who, in turn, will use the company's network for data and voice traffic for intrastate, interstate and international

telecommunications. Pursuant to 47 C.F.R. Section 63.01, Evolution South is authorized by the Federal Communications Commission to provide interstate telecommunications service. Evolution South now seeks certification to provide competitive intrastate interexchange service within the State of Tennessee.

Evolution South will serve a variety of telecommunications customer segments, including local, regional, and national service providers. Carrier customers will include competitive local exchange carriers ("CLECs"), independent local exchange carriers, interexchange carriers, Internet service providers, and digital subscriber line providers.

As a new, facilities-based telecommunications carrier, Evolution South plans to provide broadband connectivity to carriers and Internet service providers in second and third-tier markets – precisely those markets that have not yet received the benefits of broadband deployment. Thus, grant of this application will serve the public interest in two critical ways. First, it will introduce a new competitor into the telecommunications market. Second, it will ensure greater connectivity and capacity in presently underserved areas, enabling smaller, more rural carriers to provide the same level of services as their urban counterparts. Serving all citizens - urban and rural - has been a goal of communications policy since the invention of the telephone. By helping to achieve this goal, grant of a certificate of public good for authority to operate as a facilities-based intrastate toll carrier will clearly serve the public interest.

Description of the Network

The network will be constructed of new fiber and high-capacity radio links. Fiber will be used as the core of the transportation network, while radio-based systems will act as collector networks for smaller towns in the regional networks.

The network will be based on Internet Protocol (IP) platforms with Asynchronous Transfer Mode (ATM) back planes and Quality of Service (QOS) management capabilities. Implementation of the network architecture will consist of three separate “layers”: a transport layer, an IP layer, and a Gateway layer. The transport layer will consist of fiber and microwave. New technology NZ-DSF fiber will be used whenever possible to take advantage of new optical multiplexing and routing technologies. High Speed SONET radios will be deployed to smaller markets and will support multiple 155Mbps data streams. The IP layer will consist of hubs, Ethernet switches, routers, and supporting servers. This layer will enable Internet access and IP ancillary services. Finally, a gateway layer will allow the Evolution Networks IP network to interface and interwork with the traditional Public Switched Telephone Network.

The network will support managed high quality IP Voice and IP Virtual Private Networks. Dial-up modem, voice, and fax could be supported with new Voice over IP (VoIP) gateway technology at each of Evolution South’s Points of Presence. Evolution South’s proposed transport products and services may include: high speed data transport (shared and dedicated), Internet access, web hosting and development, audio/video streaming, managed Internet services, Voice over IP, and IP Virtual Private Networks. Evolution South data centers will be established in selected regional cities and will also serve as central operations and maintenance centers for the transport network.

MANAGERIAL AND TECHNICAL QUALIFICATIONS

Evolution South’s management team is comprised of individuals with lengthy and substantial careers in the telecommunications industry. Its President, Eric Ensor, oversaw the creation and buildout of a major wireless personal communications services (“PCS”)

network for one of the nation's top telecommunications companies. Each of the members of Evolution South's management team has similar expertise in his/her area of responsibility. Resumes establishing the technical and managerial qualifications of Evolution South's top management are attached as **Exhibit 1**.

FINANCIAL QUALIFICATIONS

As a wholly-owned subsidiary, Evolution South relies upon its parent, Evolution Networks, Inc., for financial support. While Evolution Networks, Inc. is an early-stage company with limited operating history, the company is well financed and has sufficient assets to build its proposed network and offer service to potential carrier customers. The company has closed several rounds of equity financing and may negotiate additional rounds of major equity financing in the future. Its current financial commitments will allow the company to embark on the actual deployment of its network immediately. Please see **Exhibit 5**, filed under separate seal, for a copy of Evolution South's financial reports including the following items: (1) Current Balance Sheet; and (2) Audited Financial Statement. Because disclosure of this confidential and competitively sensitive information would put the company at a serious competitive disadvantage, Evolution South requests that the Regulatory Authority treat these documents as confidential and proprietary.

SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN

In accordance with Tenn. Code Ann §65-5-212, Evolution South has developed a small and minority owned business participation plan. Please see **Exhibit 6** of this Application for a copy of Evolution South's Plan.

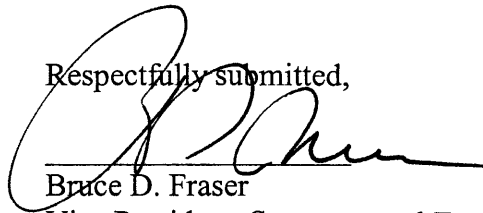
STATEMENT OF COMPLIANCE

Evolution South is willing and able to comply with all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority pertaining to the provision of intrastate interexchange telecommunications services.

Conclusion

For the foregoing reasons, Evolution South respectfully requests that the Tennessee Regulatory Authority grant this Application for a Certificate of Public Convenience and Necessity to operate as an intrastate interexchange carrier offering facilities-based, wholesale interexchange services in the State of Tennessee. The public interest, convenience and necessity would clearly be served by grant of this Application.

Respectfully submitted,



Bruce D. Fraser
Vice President, Secretary and Treasurer
Evolution Networks South, Inc.
20 Perimeter Center East
Atlanta, GA 30346
(770) 353-3500

Karen Gulick
HARRIS, WILTSHIRE & GRANNIS LLP
1200 Eighteenth Street, N.W.
Washington, DC 20036
(202) 730-1300
Counsel for Evolution Networks South, Inc.

27 July 2000

**Before the
Tennessee Regulatory Authority**

STATE OF GEORGIA

COUNTY OF COBB

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**VERIFICATION OF
EVOLUTION NETWORKS SOUTH, INC.**

I, Bruce D. Fraser, being first duly sworn, state that I am Vice President,
Secretary and Treasurer of Evolution Networks South, Inc., the Applicant herein; that I
have reviewed the matters set forth in the Application and Exhibits and the statements
contained therein are true to the best of my knowledge, except as to those matters which
are stated on information or belief, and as to those matters I believe them to be true.

By: _____

Bruce D. Fraser

Evolution Networks South, Inc.

Sworn to and subscribed before me
this 27 day of July, 2000.

Maria M. French
Notary Public

My Commission Expires: _____

**Notary Public, Cobb County, Georgia
My Commission Expires March 2, 2004**

EXHIBITS

- EXHIBIT 1: Description of Corporate Structure and Management Bios
- EXHIBIT 2: List of Shareholders with a 10% or Greater Interest in
Evolution Networks, Inc.
- EXHIBIT 3: Delaware Certificate of Incorporation
- EXHIBIT 4: State of Tennessee Certificate of Operating Authority
- EXHIBIT 5: Financial Reports
CONFIDENTIAL TREATMENT REQUESTED
Filed under separate seal.
- EXHIBIT 6: Small and Minority-Owned Telecommunications Business Participation
Plan

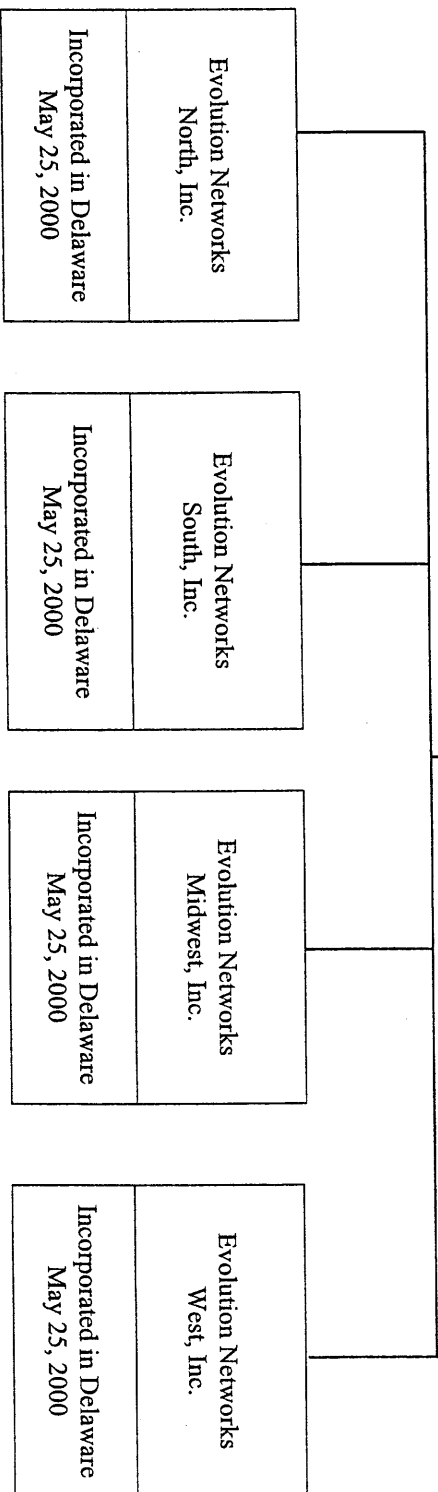
EXHIBIT 1

DESCRIPTION OF CORPORATE STRUCTURE AND MANAGEMENT BIOS

Officers

Eric F. Ensor, President and Chief Executive Officer
Bruce D. Fraser, Vice President and Chief Financial Officer
Carl Povellites, Vice President Regulatory Affairs
Dan Boyce, Vice President and Chief Technical Officer
Daniel J. Clark, Vice President Deployment
David E. Palmer, Vice President Sales
Michael C. Gieselhart, Vice President Corporate Development
Jose Marques, Vice President Business Development
Scott Wierson, Vice President Planning and Engineering
Larry L. Hand, Director of Right of Way and Facilities Acquisition
David P. Williams, Director of Marketing

EVOLUTION NETWORKS, INC.
Incorporated in Delaware, May 20, 1998,
under name of Point to Point, Inc.
Name changed to Evolution Networks, Inc.
January 13, 2000



Wholly-Owned
Subsidiaries

Officers

Eric F. Ensor, President
Bruce D. Fraser, Vice President, Secretary and Treasurer

Directors

Eric F. Ensor
Bruce D. Fraser
Jeffrey H. Schutz

Eric F. Ensor

President and Chief Executive Officer

As President and Chief Executive Officer, Mr. Ensor brings a proven ability to conceptualize, develop and implement business opportunities in the telecommunications industry. With over 20 years experience in telecom, Mr. Ensor is recognized as one of the key visionaries in the broadband communications industry.

Before joining Evolution Networks, Mr. Ensor served as President and Chief Operating Officer for Telecom Wireless Solutions (TWS), a leading developer and provider of telecommunications solutions. While at TWS, Mr. Ensor managed the operating divisions of the company.

Prior to TWS, Mr. Ensor was with BellSouth Personal Communications, Inc., where he served as President of the start-up enterprise organization from 1994-1998. Under Mr. Ensor's leadership, the BellSouth PCS 1900 system grew into one of the leading PCS operations in the United States. Mr. Ensor held responsibility for both the business plan inception and ongoing management of the business, including \$600 million of capital invested to build the system. In addition, Mr. Ensor held complete P&L accountability, including engineering, operations, sales, marketing and finance. During Mr. Ensor's tenure, BellSouth's PCS business grew to over 300,000 customers, employed nearly 1,100 people and in 1998, generated over \$100 million in revenue.

While at BellSouth, Mr. Ensor held a series of key management roles, including Assistant Vice President for Worldwide Wireless Strategy and Chief Strategist for BellSouth Enterprises, Inc. where he managed multiple implementation and support teams and was a key participant in merger and acquisitions. Prior to joining BellSouth, Mr. Ensor was Vice President and General Manager for Nynex Mobile Communications, where he directed the paging division for two years. Previously, Mr. Ensor worked for AT&T and Motorola. Mr. Ensor holds a BA and an MBA from Duke University.

Carl Povelites

Vice President – Regulatory Affairs

As Vice President – Regulatory Affairs for Evolution Networks, Mr. Povelites directs the regulatory strategies and activities of the company which includes securing all necessary state and federal licenses and authorizations, obtaining interconnection and collocation agreements, and participating in regulatory and legislative proceedings at the state and federal level which may impact Evolution Networks' business plan.

Before joining Evolution Networks, Mr. Povelites served as Assistant Vice President – Government Relations for GTE Corporation's wireless business unit. There he was responsible for GTE Wireless' regulatory and legislative policies, strategies and initiatives – including advocacy, federal (FCC and FAA) and state licensing and authorizations, compliance with government mandates, participation in industry groups, and interconnection agreements.

During his over 13 year tenure at GTE, Mr. Povelites held a series of increasing management roles encompassing the full realm of Government activity – from policy development to implementation and compliance. Mr. Povelites played a key role in a number of wireless industry initiatives including the deregulation of the wireless industry and passing anti-fraud and E-911 cost recovery legislation and rules.

Mr. Povelites began his telecommunications career with Contel Telephone Operations, responsible for Interstate access pricing and forecasting. Mr. Povelites holds a B.B.A. in Economics and Management and an M.B.A. from New Mexico State University.

Bruce D. Fraser
Chief Financial Officer

A widely experienced senior financial executive and leader, Mr. Fraser brings to Evolution Networks more than 30 years of investment banking, capital raising, merger and acquisition, and financial management expertise in the United States and the United Kingdom.

Prior to joining Evolution Networks, Mr. Fraser was with Unidata, Inc., a rapidly growing, Denver-based, private, international niche database software company with \$50+ million in annual revenues, recently sold to a public company. While with Unidata, Mr. Fraser served as Vice President of Finance and CFO, restructuring the company's finance organization, negotiating and financing a series of major domestic and cross-border acquisitions and initiating an in-house "private label" captive sales finance operation. Actively involved in day-to-day operations, Mr. Fraser significantly contributed to managing the company's substantial growth (over 100% during his tenure).

Mr. Fraser has also served as Corporate Treasurer of Baker International Corporation (now -- Baker Hughes, Inc.) and has held various investment banking positions in New York and London with Prudential Bache Capital Funding, Lehman Brothers Kuhn Loeb International, Ltd., and Citicorp Investment Bank. Mr. Fraser's various positions included responsibilities for both mainstream corporate finance and international markets.

Mr. Fraser holds a BSBA and an MBA from Northwestern University.

Dan Boyce

Vice President and Chief Technical Officer

As Vice President and Chief Technical Officer for Evolution Networks, Mr. Boyce directs the design, implementation and operation of the company's broadband IP based network. As a key technology strategist for the company, Mr. Boyce is also responsible for evaluating technological trends that could impact the company's business.

Before joining Evolution Networks, Mr. Boyce served as Vice President of Network Services for BellSouth International. During his tenure at BellSouth, Mr. Boyce's responsibilities included the planning, design, engineering and implementation of BellSouth's emerging international networks. Mr. Boyce also had an ongoing management role with provisioning, operations and maintenance.

Prior to BellSouth International, Mr. Boyce was the Chief Technical Officer for Optus Vision in Sydney, Australia, a joint venture of BellSouth and Cable & Wireless. In this position, he was responsible for the planning, design, engineering and construction of the Optus Vision HFC -- Network. He also worked as the Group Manager of Planning and Engineering for Optus Communications in Sydney, where his responsibilities included planning, design and engineering of the Optus long distance and local access networks.

Mr. Boyce began his career at Southern Bell, and has held a series of increasing management roles at Bell Communications Research and BellSouth. Mr. Boyce holds a BA in Quantitative Economics from the University of Georgia and a Master of Science in Telecommunications from Southern Methodist University in Texas.

Daniel J. Clark
Vice President Deployment

As Vice President of Deployment, Mr. Clark brings to Evolution Networks a proven ability to manage in a start-up business environment, add process elements and manage and develop telecommunication, information and entertainment delivery systems at the leading edge of technology. With successful endeavors in Puerto Rico, Mexico, Australia and China, Mr. Clark offers the company an impressive level of industry expertise.

Mr. Clark comes to Evolution Networks from Fluor Daniel Telecom, where he served as Regional Director responsible for the Level 3 city builds in Dallas, Houston, Phoenix, Chicago, Denver and Detroit. He directed the activities of seven City Managers in the fiber network builds, from the route selection process through turn-up. While with Fluor Daniel Telecom, Mr. Clark also held responsibility for directing 100 Outside Plant Engineers managing the feeder and distribution network to service over 960,000 customers. Major work involved the leading edge deployment of fiber optics cable and associated digital loop carrier equipment.

Prior to Fluor Daniel Telecom, Mr. Clark served as Vice President Engineering and Operations for GST Global/Bestel S.A de C.V. Guadalajara, Jalisco, Mexico. Responsible for the full scope of a national SDH, fiber optic network in Mexico, Mr. Clark directed the engineering, design, right-of-way issues, infrastructure and electronic build. The US\$180M project covered 2,359km and serves 87% of the Mexican population. Deliverables from the project included dark fiber and STM 1, 4 and 16 IRU sales.

Mr. Clark's diverse experience and knowledge also includes projects with BellSouth China in Beijing. As Director of Implementation, he consulted for BellSouth on the processes for a network infrastructure build, management techniques, long haul microwave upgrades and the implementation of an Intelligent Building System in Shanghai.

Mr. Clark also served as Operations Manager for Optus Communications in Australia, where he was responsible for the timely and economical provisioning of direct fiber connections to the business community in Australia. While with Optus, he also directed a project management team tasked with the start up of a second carrier in Australia.

Mr. Clark began his career at Southern Bell. Holding various positions of increasing responsibility, he served as Due Diligence Manager for BellSouth in Puerto Rico, where he participated in an evaluation of the Puerto Rican Telephone Company – focused on fiber deployment, outside plant engineering, construction and service delivery operations.

David E. Palmer
Vice President Sales

Focused on meeting the needs of various carrier and service provider customers, Mr. Palmer comes to Evolution Networks with over 30 years of global telecommunications marketing, technical and collaborative innovation. A "product of the industry," Mr. Palmer offers an impressive level of telecom business perspective and competitive marketplace understanding. Recognized as a practical telecom business planner, analyst and strategist, Mr. Palmer demonstrates a strong history of developing strategically focused teams that produce superior P&L performance.

Before joining Evolution Networks, Mr. Palmer served as Director of Strategic Accounts for GTE Communications Corporation. While at GTE, Mr. Palmer led significant and measurable change in attitude and action toward customer orientation, including the establishment of a strategic sales organization. Integral in collaborative efforts with companies such as ATT and EDS, Mr. Palmer's team closed and delivered \$500 million in new annual revenue from Fortune 100 companies.

Prior to his position at GTE, Mr. Palmer was Principal of WGM Telecommunications, a consulting firm specializing in developing telecommunications platforms as profit centers. Focused on the efficient integration of communication services into client organizations such as Avantel, GTE, KMC, and MCI Metro, Mr. Palmer successfully analyzed the needs of client companies and provided profitable business solutions to their communications services needs.

Mr. Palmer's sensitivity to the needs of various customer segments is derived from his extensive experiences at MCI Telecommunications Corporation. While at MCI, he held a variety of increasing responsibilities, including serving as Vice President Carrier/Special Accounts for the Southeast Division. While in that role, Mr. Palmer led the development and growth of carrier organizations, generating \$170 million in annual revenues. Mr. Palmer also served as Vice President of National Accounts, Southwest Division, where he was responsible for the direction and organization of start-up activities.

Mr. Palmer holds a BS in Mathematics from Clark Atlanta University.

Jose Marques**Vice President Business Development**

A proven business development executive in the telecommunications arena, Jose Marques brings notable and relevant telecom experience to Evolution Networks.

Prior to joining Evolution Networks, Mr. Marques served as VP Business Development at eGlobe Network Services in Reston, VA, a leading supplier of enhanced communications services, including Internet voice and fax, post paid and prepaid calling card services, and other international Intranet and Inter-networking services. While with eGlobe, Mr. Marques held responsibility for all sales activities within North America and Europe for Network Services, as well as for switched cost control and traffic routing functions for the entire division. During his first six months with eGlobe, Mr. Marques led activities that doubled the number of directly connected customers and tripled the amount of traffic on the network.

Before joining eGlobe, Mr. Marques was VP Business Development for World Port Communications. While at WorldPort, he managed company direct costs, including transmission capacity, switched services reciprocal and bi-lateral contract negotiations. Mr. Marques also led the product development division of WorldPort, which under his leadership, introduced several new products and services to the marketplace.

Mr. Marques also managed long distance related activities for BellSouth International, serving as Director of Strategic Initiatives. During his time with BSI, he managed key functions (service capabilities, network design and local interconnect) in several BSI wireless and wireline property acquisitions and sale negotiations. Among his experiences at BSI, Mr. Marques contributed to strategic direction activities, including the initial concept development for: BellSouth Long Distance, acquisition of cellular properties in Peru and Ecuador, the development of tender responses for wireless service in Brazil, long distance service in Israel, and the creation of two new subsidiaries - Wireless International Services and BSI Access.

Mr. Marques has also held various functions with Sprint Corporation, ITT USTS, and Western Union Long Distance Services. While at Sprint, he was recognized as the Northeast subject matter expert on local access issues, including alternative carrier access, integrated service provisioning and load sharing, disaster recovery/redundant access planning.

Mr. Marques holds a BS in Computer Science from the New Jersey Institute of Technology.

Michael C. Geiselhart
Vice President Corporate Development

As Vice President of Corporate Development, Mr. Geiselhart leads Evolution Networks' efforts to further its corporate strategy via mergers, acquisitions, joint ventures and other industry alliances.

Offering over 17 years experience in corporate development, financial and regulatory analysis, Mr. Geiselhart comes to Evolution Networks from MediaOne Group, Inc. in Denver, where he served as Executive Director - Corporate Development. During his tenure, he handled numerous acquisitions, divestitures and trades of cable systems and cable programming investments. He had complete responsibility for all phases of these transactions (i.e., valuation, diligence, agreements), which ranged from \$20 million to over \$2 billion in size, and included the largest tax-deferred exchange in the cable industry. He established significant portions of MediaOne's corporate development "infrastructure" (i.e., deal processes, valuation models, diligence procedures, etc.); and negotiated/administered broad management agreements covering more than 10% of MediaOne's cable systems.

At Continental Cablevision (prior to its acquisition by Media One), Mr. Geiselhart founded departments within Corporate Finance responsible for regulatory analysis, FP&A and special projects. He authored and filed 150 cost-of-service cases, which impacted the cable industry's rules and preserved over \$100 million in annual cash flow. He was also instrumental in negotiating the cable industry's first "Social Contract" with the FCC.

Prior to Continental Cablevision, Mr. Geiselhart came from New England Electric System where he prepared rate cases of \$50 - \$500 million and served as an expert witness. He won over \$200 million in annual rate increases and led NEES' nationally precedent setting cases on FAS106 costs, which saved the company \$400 million.

Mr. Geiselhart began his career as a CPA with Coopers & Lybrand and was also a manager in a merger & acquisition advisory firm. He holds a BBA in accounting (magna cum laude) from Siena College in New York and an MBA in finance (with honors) from the University of North Carolina at Chapel Hill.

Scott Wierson

Vice President Planning and Engineering

Mr. Wierson brings to the Evolution Networks team a proven ability to integrate multifaceted communications systems. As Vice President Planning and Engineering, Mr. Wierson offers more than 20 years experience in the development of wired and wireless systems in both the domestic and international market place.

Mr. Wierson comes to Evolution Networks from Metromedia International Telecommunications, where he served as Senior Director Engineering and Vendor Management. While with Metromedia Mr. Wierson provided technical, project management and operational expertise to over 40 joint venture initiatives located throughout China, Eastern Europe, Russia, Baltic's, and other CIS counties. These ventures provided a variety of services including fixed telephone, mobile telephone, data, paging and CATV services. Successfully directing the implementation of CDMA, TDMA, GSM, D-AMPS and HFC systems, Mr. Wierson was integral to network planning, test/trials, certification, homologation, and initial operations of multiple systems.

Before joining Metromedia, Mr. Wierson provided both management and technical expertise, on telecommunications systems to ARGOSystems, a subsidiary of Boeing, International Telcell Inc., and Motorola. With ARGOSystems Corporation he managed the development of a fiber optic TCP/IP based communications and operational control system.

Mr. Wierson has also held positions of increasing responsibility with Andrew Government System Division, TCI Information Systems Division and ITT Telecom. His extensive experience includes over 6 years in the Latin America market where he was responsible for the marketing, contract negotiation and development of various communication systems and services.

Mr. Wierson holds a BSEE from the University of Texas and has successfully completed a series of graduate management courses at the University of Dallas.

Larry L. Hand, SR/WA *

Director of Right-of-Way and Facility Acquisition

*Senior Member, International Right-of-Way Association

With thirty-six years of communications engineering, construction, project management, right-of-way, and real estate experience in wireless and wireline networks, Mr. Hand brings proven skill and expertise to the Evolution Networks engineering team. Mr. Hand's extensive negotiations experience with Federal, state and local agencies, railroad, common carrier, CATV and other companies offers the company an unparalleled industry resource.

Knowledgeable of legislative and competitive issues relating to the wireless, wireline, broadband, MMDS, LMDS, DBS and CATV communications industries, Mr. Hand has successfully handled many regulatory matters, utility agreements, engineering and construction contracts and other issues that directly impacted communications industry operations, revenues and costs.

While with BellSouth International, Mr. Hand conducted a six-month (10 weeks in-country) investigation of land-use and infrastructure sharing issues for the preparation of a bid to purchase existing telephone companies and new licenses in Brazil. He also contributed to various projects in Argentina, Chile, Peru, Ecuador, Columbia, Venezuela, and Guatemala. Earlier in his tenure with BellSouth International, Mr. Hand managed a work group in Brazil (12 weeks) to investigate real estate acquisition and network construction issues for input into the business case for BellSouth's bid for cellular licensing.

He also developed strategies and negotiated pole attachment agreements with Australian power companies for construction of an aerial hybrid fiber/COAX CATV and telephone network, as well as developed and managed land use and environmental processes related to the OPTUS (Australia) 8500 KM intra-city and inter-city fiber network rollout.

Mr. Hand also spent several years with BellSouth Telecommunications where he developed/expanded numerous BellSouth methods and procedures related to the use of land, joint use of poles and conduits, and use of engineering and right-of-way contractors. While with BST, he also coordinated a legislative review process for Network Distribution for both Federal and four states' issues and worked extensively with Bell System Divestiture issues related to Network Distribution Department.

Mr. Hand is a Senior Member of the International Right-of-Way Association, as well as a licensed real estate agent in the state of Georgia. Mr. Hand holds a BS in Mechanical Engineering Technology from Southern Polytechnic State University in Georgia.

David P. Williams
Director of Marketing

With experience in conceptualizing, developing and marketing products to various telecommunications industry segments, Mr. Williams holds responsibility for the Evolution Networks marketing organization.

Mr. Williams comes to Evolution Networks from ICG Communications, where he managed an alternate sales channel for the eastern region as Director of Distributor Sales. Mr. Williams also held responsibility for direct program management including agent compensation, training, Extranet, and monthly program seminars, as well as accountability for a monthly sales quota.

During his tenure with ICG Communications, Mr. Williams also served as Director of Product Marketing, managing local, long distance and special access products that generated over \$14 million in monthly revenue. While serving in that position, he managed a staff of marketing professionals, analyzed and prioritized new products and enhancements and implemented an Internet sales channel for marketing of switched and VoIP long distance services. Mr. Williams' team also implemented a VoIP network, connecting 236 points of presence and a switched long distance network connecting ICG's Lucent 5ESS switches. He also developed a switched long distance product set, which within 12 months of rollout, generated over \$425,000 in monthly revenue.

Prior to joining ICG Communications, Mr. Williams held a variety of positions at MCI WorldCom, including Local Product Manager, Product Retention Manager and Product Development Manager. While with MCI WorldCom, Mr. Williams developed, implemented and managed acquisition and retention strategies for small and medium sized business, coordinated customer communication initiatives and provided significant field support for critical products and services.

Mr. Williams began his telecommunications career at Sprint Corporation, where he conducted product performance analyses, competitive analyses and assessed future business opportunities. While with Sprint he also designed, established and monitored pricing strategies for more than 100 new and existing advertising products.

Mr. Williams holds a BA in economics from the University of Missouri and an MA in Marketing from Webster University in Kansas City Missouri.

EXHIBIT 2

*SHAREHOLDERS WITH A 10% OR GREATER INTEREST
IN EVOLUTION NETWORKS, INC.*

- Centennial Ventures
1428 Fifteenth Street
Denver, CO 80202
- First Union Capital Partners LLC
301 South College Street
Charlotte, NC 28288
- Weiss, Peck & Greer Venture Partners
555 California Street, Suite 3130
San Francisco, CA 94104

EXHIBIT 3

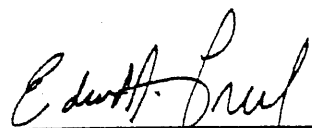
DELAWARE CERTIFICATE OF INCORPORATION

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EVOLUTION NETWORKS SOUTH, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

3233411 8100

001268354

AUTHENTICATION: 0462463
DATE: 05-26-00

**CERTIFICATE OF INCORPORATION
OF
EVOLUTION NETWORKS SOUTH, INC.**

Pursuant to the provisions of Section 102

of the General Corporation Law of

the State of Delaware

I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware, do HEREBY CERTIFY as follows:

1. The name of the Corporation is Evolution Networks South, Inc. (the "Corporation").

2. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

3. (a) The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful business, act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

(b) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

4. The total number of shares of capital stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, at a par value of \$.0001 per share.

5. No holder of shares of stock of the Corporation shall have any preemptive or other right to receive any securities of the Corporation.

6. (a) The number of directors of the Corporation shall be specified in the Bylaws, the exact number to be fixed from time to time in the manner provided by the Bylaws of the Corporation; provided, that at any time there is only one stockholder of the Corporation, the number of directors may be not less than one (1) nor more than nine (9).

(b) Election of directors need not be by written ballot unless the Bylaws shall so provide. No holders of Common Stock of the Corporation shall have any rights to cumulate votes in the election of directors.

7. In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation or adopt new Bylaws, without any action on the part of the stockholders; provided, however, that no such adoption, amendment, or repeal shall be valid with respect to Bylaw provisions that have been adopted, amended, or repealed by the stockholders; and further provided, that Bylaws adopted or amended by the Board of Directors and any powers thereby conferred may be amended, altered, or repealed by the stockholders.

8. The Corporation is to have perpetual existence.

9. (a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the Delaware General Corporation Law, as the same exists or may hereafter be amended to further limit or eliminate such liability. Any repeal or modification of this paragraph 9(a) by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.


(b) The Corporation shall, to the fullest extent permitted by law, indemnify any and all officers and directors of the Corporation, and may, to the fullest extent permitted by law or to such lesser extent as is determined in the discretion of the Board of Directors, indemnify and advance expenses to any and all other persons whom it shall have power to indemnify, from and against all expenses, liabilities or other matters arising out of their status as such or their acts, omissions or services rendered in such capacities.

(c) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

10. The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation or Bylaws of the Corporation, from time to time, to amend this Certificate of Incorporation or any provision thereof in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

11. The name and mailing address of the incorporator of the Corporation is Douglas R. Balyeat, Morris, Manning & Martin, L.L.P., Suite 1600, 3343 Peachtree Road, Atlanta, Georgia 30326.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby acknowledging and declaring and certifying that the foregoing Certificate of Incorporation is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 25th day of May, 2000.



Douglas R. Balyeat
Incorporator

BY-LAWS
OF
EVOLUTION NETWORKS SOUTH, INC.

ARTICLE I

Meetings of Stockholders

Section 1.1. Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time and place, either within or without the State of Delaware, as may be designated by resolution of the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2. Special Meetings. Special meetings of stockholders for any purpose or purposes may be called at any time by the Board of Directors, but such special meetings may not be called by any other person or persons. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 1.3. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given that shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the certificate of incorporation or these by-laws, the written notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation.

Section 1.4. Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.5. Quorum. Except as otherwise provided by law, the certificate of incorporation or these by-laws, at each meeting of stockholders the presence in person or by proxy of the holders of a majority in voting power of the outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the stockholders so present may, by a majority in voting power thereof, adjourn the meeting from time to time in the manner provided in Section 1.4 of these by-laws until a quorum shall attend. Shares of its own stock belonging to the corporation or to another corporation, if a

majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the corporation or any subsidiary of the corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6. Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice Chairman of the Board, if any, or in his absence by the President, or in his absence by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. Voting; Proxies. Except as otherwise provided by or pursuant to the provisions of the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or by delivering a proxy in accordance with applicable law bearing a later date to the Secretary of the corporation. Voting at meetings of stockholders need not be by written ballot. At all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect. All other elections and questions shall, unless otherwise provided by the certificate of incorporation, these by-laws, the rules or regulations of any stock exchange applicable to the corporation, as otherwise provided by law or pursuant to any regulation applicable to the corporation, be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock of the corporation which are present in person or by proxy and entitled to vote thereon.

Section 1.8. Fixing Date for Determination of Stockholders of Record. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date: (1) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting; (2) in the case of determination of stockholders entitled to

express consent to corporate action in writing without a meeting, shall not be more than ten (10) days from the date upon which the resolution fixing the record date is adopted by the Board of Directors; and (3) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent to corporate action in writing without a meeting, when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with applicable law, or, if prior action by the Board of Directors adopts the resolution taking such prior action; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the date on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 1.9. List of Stockholders Entitled to Vote. The Secretary shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, they shall be ineligible for election to any office at such meeting. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 1.10. Action by Written Consent of Stockholders. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which minutes of proceedings of stockholders are

recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by law, be given to those stockholders who have not consented in writing.

Section 1.11. Inspectors of Election. The corporation may, and shall if required by law, in advance of any meeting of stockholders, appoint one or more inspectors of election, who may be employees of the corporation, to act at the meeting or any adjournment thereof and to make a written report thereof. The corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (i) ascertain the number of shares of capital stock of the corporation outstanding and the voting power of each such share; (ii) determine the shares of capital stock of the corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares of capital stock of the corporation represented at the meeting and such inspectors' count of all votes and ballots. Such certification and report shall specify such other information as may be required by law. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the corporation, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for an office at an election may serve as an inspector at such election.

Section 1.12. Conduct of Meetings. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the chairman of any meeting of stockholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders of record of the corporation, their duly authorized and constituted proxies or such other persons as the chairman of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

ARTICLE II

Board of Directors

Section 2.1. Number; Qualifications. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. Directors need not be stockholders.

Section 2.2. Election; Resignation; Vacancies. The Board of Directors shall initially consist of the persons named as directors in the certificate of incorporation or elected by the incorporator of the corporation, and each director so elected shall hold office until the first annual meeting of stockholders or until his successor is duly elected and qualified. At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors each of whom shall hold office for a term of one year or until his successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. Any director may resign at any time upon written notice to the corporation. Unless otherwise provided by law or the certificate of incorporation, any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of stockholders, and each director so elected shall hold office until the expiration of the term of office of the director whom he has replaced or until his successor is elected and qualified.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 2.4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the President, any Vice President, the Secretary, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

Section 2.5. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.6. Quorum; Vote Required for Action. At all meetings of the Board of Directors a majority of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation, these by-laws or applicable law otherwise provides, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice Chairman of the Board, if any, or in his absence by the President, or in their absence by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Action by Written Consent of Directors. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or such committee.

ARTICLE III

Committees

Section 3.1 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

Section 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these by-laws.

ARTICLE IV

Officers

Section 4.1 Executive Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies. The Board of Directors shall elect a President and Secretary, and it may, if it so determines, choose a Chairman of the Board and a Vice Chairman of the Board from among its members. The Board of Directors may also choose one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers. Each such officer shall

hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding his election, and until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.2 Powers and Duties of Executive Officers. The officers of the corporation shall have such powers and duties in the management of the corporation as may be prescribed in a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his duties.

ARTICLE V

Stock

Section 5.1 Certificates. Every holder of stock shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the corporation certifying the number of shares owned by him in the corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Section 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Indemnification

Section 6.1 Right to Indemnification. The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an Indemnatee) who was or is made or is threatened to be made a party

or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a proceeding), by reason of the fact that he, or a person for whom he is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the written request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such Indemnatee. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the corporation shall be required to indemnify an Indemnatee in connection with a proceeding (or part thereof) commenced by such Indemnatee only if the commencement of such proceeding (or part thereof) by the Indemnatee was authorized by the Board of Directors.

Section 6.2 Prepayment of Expenses. The corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnatee in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Indemnatee to repay all amounts advanced if it should be ultimately determined that the Indemnatee is not entitled to be indemnified under this Article VI or otherwise.

Section 6.3 Claims. If a claim for indemnification or payment of expenses under this Article VI is not paid in full within sixty (60) days after a written claim therefor by the Indemnatee has been received by the corporation, the Indemnatee may file suit to recover the unpaid amount of such claim, and, if successful in whole or in part, shall be entitled to be paid the expenses of prosecuting such claim. In any such action the corporation shall have the burden of proving that the Indemnatee is not entitled to the requested indemnification or payment of expense under applicable law.

Section 6.4 Nonexclusivity of Rights. The rights conferred on any Indemnatee by this Article VI shall not be exclusive of any other rights which such Indemnatee may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.5 Other Sources. The corporation's obligation, if any, to indemnify or to advance expenses to any Indemnatee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Indemnatee may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 6.6 Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right or protection hereunder of any Indemnatee in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 6.7 Other Indemnification and Prepayment of Expenses. This Article VI shall not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action.

ARTICLE VII

Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

Section 7.2. Seal. The corporate seal shall have the name of the corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3. Manner of Notice. Except as otherwise provided herein, notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the corporation. Notice to directors may be given by telegram, telecopier, telephone or other means of electronic transmission.

Section 7.4. Waiver of Notice of Meetings of Stockholders, Directors and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 7.5. Interested Directors; Quorum. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders. Common or interested directors may be counted in

determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 7.6. Form of Records. Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time.

Section 7.7. Amendment of By-Laws. These by-laws may be altered, amended or repealed, and new by-laws made, by the Board of Directors, but the stockholders may make additional by-laws and may alter and repeal any by-laws whether adopted by them or otherwise.

EXHIBIT 4

TENNESSEE CERTIFICATE OF AUTHORITY

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 07/17/00
REQUEST NUMBER: 3952-0288
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 07/17/00 1114
EFFECTIVE DATE/TIME: 07/17/00 1114
CONTROL NUMBER: 0392571

TO:
CT CORP SYSTEM
1201 PEACHTREE ST
NE S-1240
ATLANTA, GA 30361

RE:
EVOLUTION NETWORKS SOUTH, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 07/17/00

FROM:
C T CORPORATION SYSTEM (ATLANTA, GA.)
1201 PEACHTREE ST.,
N.E. STE 1240
ATLANTA, GA 30361-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00


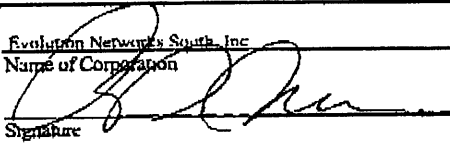
RECEIPT NUMBER: 00002712738
ACCOUNT NUMBER: 00000009



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

114

<div style="text-align: center;">  <h2 style="margin: 0;">State of Tennessee</h2> <p>Department of State Corporations Section 18th Floor, James K. Polk Building Nashville, TN 37243-0306</p> </div> <div style="text-align: center; margin-top: 20px;"> <h3 style="margin: 0;">APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)</h3> </div>	For Office Use Only								
<p>To the Secretary of State of the State of Tennessee.</p> <p>Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>									
<p>1. The name of the corporation is <u>Evolution Networks South, Inc.</u></p>									
<p>*If different, the name under which the certificate of authority is to be obtained is _____</p>									
<p>[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]</p>									
<p>2. The state or country under whose law it is incorporated is <u>Delaware</u></p>									
<p>3. The date of its incorporation is <u>May 25, 2000</u> (must be month, day, and year), and the period of duration, if other than perpetual, is _____</p>									
<p>4. The complete street address (including zip code) of its principal office is</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%;"><u>20 Perimeter Center East, Atlanta, GA 30346</u></td> <td style="width: 35%;"></td> <td style="width: 15%;"></td> <td style="width: 15%;"></td> </tr> <tr> <td style="font-size: small;">Street</td> <td style="font-size: small;">City</td> <td style="font-size: small;">State/Country</td> <td style="font-size: small;">Zip Code</td> </tr> </table>		<u>20 Perimeter Center East, Atlanta, GA 30346</u>				Street	City	State/Country	Zip Code
<u>20 Perimeter Center East, Atlanta, GA 30346</u>									
Street	City	State/Country	Zip Code						
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 35%;"><u>530 Gay Street, Knoxville</u></td> <td style="width: 35%;"><u>Knox</u></td> <td style="width: 15%;"><u>37902</u></td> <td style="width: 15%;"></td> </tr> <tr> <td style="font-size: small;">Street</td> <td style="font-size: small;">City</td> <td style="font-size: small;">County</td> <td style="font-size: small;">Zip Code</td> </tr> </table> <p><u>C T CORPORATION SYSTEM</u> Registered Agent</p>		<u>530 Gay Street, Knoxville</u>	<u>Knox</u>	<u>37902</u>		Street	City	County	Zip Code
<u>530 Gay Street, Knoxville</u>	<u>Knox</u>	<u>37902</u>							
Street	City	County	Zip Code						
<p>6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)</p> <p><u>Eric F. Ensor, 20 Perimeter Center East, Atlanta, GA 30346, President</u></p> <p><u>Bruce D. Fraser, 20 Perimeter Center East, Atlanta, GA 30346, Vice President, Secretary & Treasurer</u></p>									
<p>7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)</p> <p><u>see attached</u></p>									
<p>8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) <u>n/a</u></p>									
<p>9. The corporation is a corporation for profit.</p>									
<p>10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).</p> <p>[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]</p>									
<p>[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]</p>									
<p style="text-align: center; font-size: large;">7/12/00</p> <p>Signature Date</p> <p><u>VP, Secretary & Treasurer</u></p> <p>Signer's Capacity</p>	<p><u>Evolution Networks South, Inc.</u> Name of Corporation</p> <p></p> <p>Signature</p> <p><u>Bruce D. Fraser, Vice President, Secretary & Treasurer</u> Name (typed or printed)</p>								
<p>SS-4431 (Rev. 3/99) RDA 1678</p>									

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EVOLUTION NETWORKS SOUTH, INC.

BOARD OF DIRECTORS

Eric Ensor
20 Perimeter Center East
Atlanta, GA 30346

Bruce D. Fraser
20 Perimeter Center East
Atlanta, GA 30346

Jeffrey Schutz
20 Perimeter Center East
Atlanta, GA 30346

01 JUL 19 10:47
COMMUNICATIONS

EXHIBIT 5

FINANCIAL REPORTS

Filed under separate seal for confidential treatment.

- Current Balance Sheet
CONFIDENTIAL TREATMENT REQUESTED

- Audited Financial Statement
CONFIDENTIAL TREATMENT REQUESTED

EXHIBIT 6

*SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN*

EVOLUTION NETWORKS SOUTH, INC.

SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-212, as amended, Evolution Networks South, Inc. (“Evolution South”) submits this small and minority-owned Telecommunications Business Participation Plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate interexchange telecommunications services in the State of Tennessee.

1. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Evolution South supports these goals. The purpose of this Plan is to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services to Evolution South by ensuring that, in the procurements process, Evolution South seeks to identify those small and minority-owned telecommunications businesses that are qualified to provide goods and services, and to provide awareness among those qualifying businesses regarding the opportunity to compete in the Evolution South procurement process.

2. DEFINITIONS

Minority-owned business. As defined in T.C.A. § 65-2-212, the term “minority-owned business” means “a business which is solely owned or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national

origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).”

Small business. As defined in T.C.A. § 65-5-212, the term “small business” means “a business with annual gross receipts of less than four million dollars (\$4,000,000).”

3. ADMINISTRATION

This Plan will be administered by the following individual, hereinafter referred to as the Administrator:

Carl Povelites
Vice President for Regulatory Affairs
Evolution Networks, Inc.
20 Perimeter Center East
Atlanta, GA 30346
770-353-3500 (tel)
770-353-3600 (fax)

The duties of the Administrator will be:

1. To maintain a current Plan in compliance with T.C.A. § 65-5-212 and/or rules as may be promulgated by the Tennessee Regulatory Authority.
2. To develop policies and procedures for successful implementation of the Plan.
3. To prepare and submit such forms as may be required by the Tennessee Regulatory Authority.
4. To act as a liaison to and in cooperation with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and representatives of small and minority-owned businesses to find and utilize qualified small and minority-owned businesses as defined in T.C.A. § 65-5-212.
5. To provide required records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.

4. PLAN

The efforts to assure equitable opportunity to small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering qualified small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements when appropriate and feasible.

Evolution South will seek opportunities for utilization of small and minority-owned businesses, and provide information and educational activities to Evolution South employees in order to encourage utilization of small and minority-owned businesses. In performance of this duty, Evolution South will utilize a number of resources, including, as appropriate:

- a. Chambers of Commerce;
- b. The Tennessee Department of Economic and Community Development;
- c. The U.S. Small Business Administration and the Office of Minority Business of the U.S. Department of Commerce;
- d. The National Minority Supplier Development Counsel;
- e. The National Association of Women Business Owners; and
- f. The National Association of Minority Contractors.

Furthermore, Evolution South will search diligently for qualified small and minority-owned telecommunications businesses and concerns through the following, as appropriate:

- a. The Small Business Administrations' Procurement Automated Source System (PASS), and publications of the Office of Minority Business Data Center in the Department of Commerce and the Office of Minority Small Business and Capital Ownership Development in the Small Business Administration;

- b. Local and national associations and Minority Supplier Development councils;
- c. Participation in trade fairs and industry meetings; and
- d. Advertisements in industry and local publications.

5. COMPLIANCE REPORTS

As stated herein, Evolution South will submit such forms, records and reports, and participate in any authorized survey as may be required by the Tennessee Regulatory Authority and/or the State of Tennessee. Evolution South reserves the right to designate as confidential such reports, surveys, forms, studies, or Plan filings.